

EXHIBIT C

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

FRANCIS SANTIAGO,

Plaintiff,

v.

GMAC MORTGAGE GROUP, INC.,
GMAC RESIDENTIAL HOLDING
CORP., and GMAC MORTGAGE
CORPORATION,

Defendants.

Civil Action No. 02-4048

**ORDER GRANTING PRELIMINARY APPROVAL
OF CLASS ACTION SETTLEMENT**

AND NOW, this __ day of _____, 2007, this matter having come before the court upon the parties' Joint Motion for Preliminary Approval of a Class Settlement Agreement ("Settlement Agreement") between Plaintiff Francis Santiago ("Plaintiff") and Defendants GMAC Mortgage Group, Inc. (n/k/a GMAC Mortgage Group, LLC), GMAC Residential Holding Corporation (n/k/a GMAC Residential Holding Company, LLC), and GMAC Mortgage Corporation (n/ka GMAC Mortgage, LLC) ("Defendants"). The Court hereby **ORDERS** that said motion is **GRANTED** and **FINDS THAT**:

1. The Court finds that settlement negotiations were conducted at arms-length and in good faith among all counsel and preliminarily finds that the terms of the Settlement Agreement are fair, adequate and reasonable to Plaintiff and all members of the Class. In addition to the facts stated herein, the Court finds the Settlement Agreement to be particularly fair, adequate, and reasonable in light of the risk of establishing liability and the expense of further litigation. This Settlement Agreement is hereby granted preliminary approval.

2. The Court preliminarily finds that class certification is appropriate because (a) the class is so numerous that joinder of all members is impracticable; (b) there are questions of law or fact common to the class; (c) Plaintiff's claim is typical of the claims of the class; and (d) Plaintiff will fairly and adequately protect the interests of the class. The Class that is hereby preliminarily certified pursuant to Federal Rule of Civil Procedure 23(b)(3) consists of all individuals to whom Defendants originated a loan through the Defendant's Broker channel from 1999 through August 2005.

3. Francis Santiago is appointed as Class Representative, and Milberg Weiss & Bershad LLP, Lerach Coughlin Stoia Geller Rudmon & Robbins LLP, Packard Packard & Johnson, The Law Offices of Michael Huber, and The Law Offices of Mark E. Butler are appointed as Class Counsel.

4. A hearing on the fairness and reasonableness of the Settlement Agreement and whether final approval shall be given to it and the requests for fees and expenses by Class Counsel will be held at Courtroom ____, United States District Court for the Eastern District of Pennsylvania, 504 Hamilton Street, Allentown, Pennsylvania 18101, on June 19, 2007, at 9:30 am, that date being within ninety (90) days after the entry of this order.

5. The Court approves the proposed form of notice to the Class attached as Exhibit B to the Settlement Agreement, to be directed to all class members at their last known address, according to Defendants' records. Defendants will mail, or cause to be mailed, notice to all Class members within twenty-one (21) days after the entry of this Order. The notice may be sent by any form of U.S. mail that provides a forwarding address. Notices returned with a forwarding address shall be re-mailed to the new address within (3) business days. The Claims

Administrator will process every Class Member address through a Lexis/Nexis database to obtain updated contact information. Upon final approval, Defendants' counsel will cause the settlement checks to be distributed in accordance with the final approval order.

6. The Court finds that mailing of the class notice and other measures specified above to locate and notify members of the class is the only notice required and that such notice satisfies the requirements of due process and Federal Rule of Civil Procedure 23.

7. Class members shall have forty-five (45) days following the mailing of the notice to opt out or object to the proposed settlement. Any class members who desire to exclude themselves from the action must file a request for exclusion with the Clerk of the United States District Court for the Eastern District of Pennsylvania and serve copies of the request upon counsel for both Plaintiff and Defendants by that date. Any class members who wish to object to the Settlement must submit an objection in writing to the Clerk of the United States District Court for the Eastern District of Pennsylvania and serve copies of the objection upon counsel for both Plaintiff and Defendants by that date. Any objection must include the name and number of the case and a statement of the reasons why the objector believes that the Court should find that the proposed settlement is not in the best interests of the class. Objectors who have filed written objections to the settlement may also appear at the hearing and be heard on the fairness of the settlement.

8. The parties have submitted Findings of Fact, which are attached as Exhibit A to the Settlement Agreement. The Findings of Fact are hereby approved and the Clerk of Court is directed to enter the Findings of Fact as a separate docket entry on the record in this matter.

BY THE COURT:

HONORABLE JAMES KNOLL GARDNER, J.

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